

RECORDATION NO. 27994 FILED

JUL 02 '09 -11 30 AM

SURFACE TRANSPORTATION BOARD

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July 2, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Re: RBSAF No. 98-068

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease (RBSAF No. 98-068), dated as of March 16, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: RBS Asset Finance, Inc.  
71 S. Wacker Drive, 28<sup>th</sup> Floor  
Chicago, IL 60606

Lessee: BNSF Railway Company  
2500 Lou Menk Drive  
Fort Worth, TX 76131

Anne K. Quinlan, Esquire  
July 2, 2009  
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A description of the railroad equipment covered by the enclosed document is:

5 pieces of maintenance of way equipment as follows: 2 Caterpillar 312DL Magnet Cranes S/Ns JBC00763 and JBC00774; 2 Jackson 3300-S Switch Tampers S/Ns 153617 and 153618; and Jackson 6700-SJ Production Tamper 153616.

A short summary of the document to appear in the index is:

Memorandum of Lease (RBSAF No. 98-068).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized, cursive script.

Robert W. Alvord

RWA/sem  
Enclosures

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MEMORANDUM OF LEASE

(RBSAF - No. 98)

**SURFACE TRANSPORTATION BOARD**

This Memorandum of Lease is entered into as of March 11, 2009, by and between RBS Asset Finance, Inc., a New York corporation having its principal place of business at 71 S. Wacker Drive, 28<sup>th</sup> Floor, Chicago, IL 60606 ("Lessor") and BNSF Railway Company, a Delaware corporation having its principal place of business at 2650 Lou Menk Drive, Fort Worth, TX 76131 ("Lessee").

Lessor and Lessee have entered into Lease Agreement No. 98 effective as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"). Pursuant to the Master Lease, Lessor and Lessee may enter into one or more Equipment Schedules from time to time that are identified as being pursuant to the Master Lease and incorporate by reference the terms and conditions of the Master Lease (each, as amended, supplemented or otherwise modified from time to time, an "Equipment Schedule").

Lessor and Lessee have entered into the Equipment Schedule described on the attached Exhibit A, which is incorporated herein by this reference, pursuant to which Lessor will lease the property described on Exhibit A (the "Equipment") to Lessee for the initial term described on Exhibit A.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

RBS ASSET FINANCE, INC.,  
Lessor

By Keri Alberts

Name Keri Alberts

Title AVP

BNSF RAILWAY COMPANY,  
Lessee

By Tom Bailey

Name TOM BAILEY

Title DIRECTOR FINANCE

State of IL )  
County of Cook ) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Keri Alberts, its AVP, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 11<sup>th</sup> day of March, 2009.



Sarah Sanchez  
Notary Public

State of Texas )  
 ) ss:  
County of Tarrant )

BEFORE ME, a Notary Public in and for said County and State, personally appeared BNSF Railway Company, a Delaware corporation (the "Corporation"), by Todd J. Bailey, its Director - Finance, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Fort Worth, Texas, this 13<sup>th</sup> day of March, 2009.

Beth K. Ventimiglia  
Notary Public

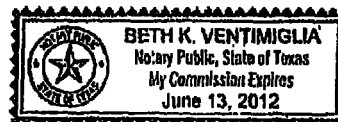


EXHIBIT A  
to  
MEMORANDUM OF LEASE

1. Equipment Schedule: Equipment Schedule No. 068.
2. Initial Term: The Initial Term of Equipment Schedule No. 068 is 60 months commencing as of July 1, 2009.
3. Equipment: The Equipment covered by Equipment Schedule No. 068 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
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Equipment Location: 433 Spring Street, Tupelo, MS 38804 (Lee County)

1	Caterpillar	966-H	Front-End Loader	A6D01048	X2400567
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Equipment Location: 106 North First Street, Belen, NM 87002 (Valencia County)

1	Caterpillar	312DL	Magnet Crane	JBC00763	X6000315
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Equipment Location: 120 East Kansas Street, Alliance, NE 69301 (Box Butte County)

<del>1</del>	<del>Caterpillar</del>	<del>966-H</del>	<del>Front-End Loader</del>	<del>A6D00956</del>	<del>X2400565</del>
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Equipment Location: 623 East Wall Street, Fort Scott, KS 66701 (Bourbon County)

1	Caterpillar	312DL	Magnet Crane	JBC00774	X6000316
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Equipment Location: 3601 South Linwood Road, Galesburg, IL 61401 (Knox County)

1	HTI/Jackson	3300-S	Switch Tamper	153617	X5600261
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Equipment Location: 360 North Wolcott, Casper, WY 82601 (Natrona County)

1	HTI/Jackson	3300-S	Switch Tamper	153618	X5600262
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Equipment Location: 1001 East A Street, Pasco, WA 99301 (Franklin County)

1	HTI/Jackson	6700-SJ	Production Tamper	153616	X5400475
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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

7/2/09



Robert W. Alvord